

ARTICLES OF ASSOCIATION OF IREN S.P.A.

NAME - LOCATION - DURATION

ART. 1 COMPANY NAME

A joint-stock company called "IREN S.p.A." is established.

ART. 2 LOCATION

2.1 The company has its registered office in Reggio Emilia, and operating offices in Turin, Genoa, Parma and Piacenza.

2.2 The company may, in compliance with the provisions in force, set up or close branches, subsidiaries, agencies, representative offices both at home and abroad.

2.3 The domicile of the shareholders, for all relations with the company, is that resulting from the shareholders' register.

ART. 3 DURATION

The duration of the company is fixed until 31 December 2100, unless an extension is decided by the shareholders' meeting.

COMPANY PURPOSE

ART. 4 COMPANY PURPOSE

4.1 The company operates, either directly or through holding companies and entities, in the following sectors:

- the research, production, procurement, transport, transformation, import, export, distribution, purchase, sale, storage, utilisation and recovery of electrical and thermal energy, gas and energy in general, in whatever form they may take, and the design, construction and supervision of related plants and networks;
- the management of public lighting and traffic light services, design, construction and supervision of the related installations and networks;
- the design, construction, construction supervision and operation of heat production plants and distribution networks for heating of buildings or other uses, including combined heat and power generation;
- network services, including services related to the integrated water cycle and in the environmental field, including services in the field of waste collection, treatment, recovery, and disposal, as well as in the telecommunications sector;
- design, construction and construction supervision of electrical, hydraulic and civil engineering works also on behalf of public administrations;
- the management on its own account or on behalf of third parties of funeral and cemetery

activities and related activities;

- the activity of road haulage of materials for third parties, for the purpose of their own service-related activities, as well as goods and materials resulting from production processes and/or industrial, commercial, craft and civil activities;
- the design, implementation and management of gardens, parks, fountains, sports areas, roads, street furniture and road signs and the implementation of the ecological land inspectorate;
- the bottling and retailing or wholesaling of drinking water, either directly or indirectly;
- the management of kennels, catteries and places for the care and control of animals in general;
- the technical - maintenance management and administration of public or private real estate, for public, private, civil, industrial and commercial use;
- construction and operation of technological installations.

4.2 The company's purpose is to promote competition, efficiency and appropriate levels of quality in the provision of services, while respecting the principles of cost-effectiveness and profitability and the confidentiality of company data:

- a) ensuring neutrality in the management of infrastructures that are essential for the development of a free energy market;
- b) preventing discrimination in access to commercially sensitive information;
- c) preventing cross-transfers of resources between supply chain segments.

4.3 The company's purpose is also the direct and/or indirect pursuit, through participation in companies of any kind, entities, consortia or enterprises, of any other economic activity connected by an instrumental, accessory or complementary bond with the activities indicated above.

4.4 The purpose of the company is also to perform the technical, managerial and financial coordination of the investee companies and to provide services to them.

4.5 The company may carry out all transactions that are necessary or useful for the achievement of the corporate purpose; by way of example, it may engage in real estate, securities, commercial, industrial and financial transactions, participate in public tenders for the management of local public services or for other activities that are in any way useful for the achievement of the corporate purpose, as well as any act that is in any way connected with the corporate purpose, with the exception of the collection of savings from the public and the exercise of activities reserved by Legislative Decree no. 58/1998 as well as the exercise of credit pursuant to Legislative Decree 385/1993.

4.6 Lastly, the company may acquire interests and shareholdings in other companies, consortia or enterprises, both Italian and foreign, having a purpose similar, related or complementary to its own, or to that of the companies in which it participates, or even having a different purpose, provided that such interests or shareholdings do not alter the substance of the company purpose, and it may provide real and/or personal guarantees for obligations connected with the company's business, also in favour of third parties.

SHARE CAPITAL - SHARES - BONDS - EARMARKED ASSETS

ART. 5 SHARE CAPITAL

5.1 The share capital is Euro 1,300,931,377.00= represented by 1,300,931,377 ordinary shares with a nominal value of Euro 1 (one) each. Shares are freely transferable.

5.2 The share capital may be increased at any time, also by contribution of receivables and assets in kind, by resolution of the shareholders' meeting and also by issuing shares with rights other than those of the shares already issued.

5.3 In the event of a share capital increase, the option on the new shares issued will be reserved for the entitled parties in proportion to the shares held, subject to the exceptions permitted by law.

ART. 6 SHARES

6.1 Each share is indivisible and entitles the holder to one vote, subject to (i) the provisions of paragraph 6.1-bis below and (ii) the right to issue special class shares in accordance with the legislation in force from time to time.

If preference shares are issued in connection with a capital increase, the shareholders' meeting may limit the exercise of voting rights by the holders of such shares.

6.2 In the case of joint ownership of shares, the provisions of Article 2347 of the Civil Code shall be observed.

6.3 The shares are registered. Where permitted by law, when fully unencumbered, non-voting shares may also be bearer shares.

ART. 6-bis VOTING RIGHT INCREASE

6.1-bis Notwithstanding the provisions of paragraph 6.1 above, each share entitles to two votes in shareholders' resolutions concerning the following subjects (i) the amendment of articles 6-bis, 6-ter, 6-quater and 9 of the Articles of Association, (ii) the appointment and/or revocation of the members of the board of directors pursuant to article 19 of the Articles of Association, as well as the exercise of the liability action against the same, and (iii) the appointment and/or revocation of members of the board of statutory auditors pursuant to article 28 of the Articles of Association, as well as the exercise of the liability action against them (the "Shareholders' Meeting Resolutions with Increased Vote"), if both of the following conditions are met:

- (a) the voting rights are held by the same person by virtue of a legitimising real right (full ownership with voting rights, bare ownership with voting rights or usufruct with voting rights) for a continuous period of at least 24 (twenty-four) months from the date of effective registration of the person in the special list referred to in Article 6-ter ("Special List"); and
- (b) the occurrence of the circumstances under (a) results also from an appropriate communication from the intermediary pursuant to the applicable rules or by ongoing inclusion in the Special List

6.2-bis The right to vote with increased voting rights, if any, accrued pursuant to paragraph 6.1.-bis above, ceases to apply (a) in the event of the transfer of the shares or of the relative legitimising real right, for a consideration or free of charge, by the person registered in the Special List, or (b) in the event of the transfer, direct or indirect, in any form whatsoever, of controlling interests in companies or entities that hold shares with increased voting rights in excess of the threshold provided for in Article 120, paragraph 2, of Legislative Decree 58/1998.

6.3-bis In the event of a merger or demerger to which an entity already registered in the Special List is a party, the legal person or entity which, as a result of such operation, becomes

the holder of shares with increased voting rights, is entitled to be registered in the Special List with the same seniority of registration as the entity previously registered and the assignor of the shares, with the preservation of the benefit of the increased voting rights already accrued.

6.4-bis The increased voting rights already accrued or, if not accrued, the period of entitlement necessary for the increased voting rights to accrue, shall be retained in the event of succession upon death in favour of the heir and/or legatee.

6.5-bis The constitution of a pledge, with the retention of the voting right by the holder of the legitimising real right, does not result in the loss of the entitlement to the benefit of the increased vote (if accrued) or of the period of entitlement necessary for the accrual of the increased vote, if not yet accrued.

6.6-bis Without prejudice to the provisions of paragraphs 6.3-bis, 6.4-bis and 6.5-bis above, the transfer of the legitimising real right, for any reason whatsoever (onerous or gratuitous, direct or indirect), determines the cancellation of the registration in the Special List, with the consequent loss of the benefit of the increased vote if already accrued or of the period of ownership necessary for the accrual of the increased vote, if not yet accrued.

6.7-bis The increased voting rights extend to the following shares (collectively, the "New Shares"):

- (i) compendium shares, in the event of a bonus share capital increase pursuant to Articles 2442 and 2439 of the Italian Civil Code, assigned to the holder of shares for which the increase in voting rights has already accrued (the "Original Shares");
- (ii) the shares allotted in exchange for the Original Shares in the event of a merger or demerger, provided that the merger or demerger plan provides for it;
- (iii) the shares subscribed for by the holder of the Original Shares in the exercise of the option right pertaining to the Original Shares.

In the cases referred to in this paragraph, the New Shares acquire the voting increase from the moment of their registration in the Special List, without the need for the further lapse of the continuous holding period referred to in paragraph 6.1-bis (a). In addition, if the acquisition of the ownership of the New Shares occurs during the vesting of the period required for the purposes of the voting right increase, the voting increase will accrue to the New Shares for which the registration in the Special List has taken place from the time of the completion of the adhesion period indicated in paragraph 6.1-bis, letter (a) above, calculated from the registration in the Special List of the Original Shares.

6.8-bis For the purposes of Articles 6-bis, 6-ter and 6-quater, the notion of control is exclusively that referred to in Article 2359(1)(1) of the Civil Code.

ART. 6-ter REGISTRATION IN THE SPECIAL LIST

6.1-ter A Special List is established for the entitlement to the benefit of increased voting in Shareholders' Meetings Resolutions with Increased Voting. Any person wishing to take advantage of the increased voting shall apply for inclusion in the Special List by submitting the relevant application to the Company.

6.2-ter Persons intending to apply for registration in the Special List shall accompany the application for registration, under penalty of inadmissibility, with (i) an indication of the number of shares for which such registration is requested, (ii) the documentation required by applicable regulations and, in any event, (iii) a certificate signed by the applicant with which

- (a) in the case of a natural person: the applicant declares (i) to have full formal and substantial ownership of the voting right by virtue of a legitimising real right, and (ii) to undertake to notify the Company without delay of any loss, for whatever reason, of the legitimising real right and/or of the related voting right;
- (b) in the case of a legal person or other entity, even without legal personality: the requesting party declares (i) to have full formal and substantial ownership of the voting right by virtue of a legitimising real right, (ii) to be subject, where applicable, to the control (direct and, where applicable, indirect) of third parties and the identification data of any controlling party, and (iii) to undertake to notify the Company without delay of any loss, for whatever reason, of the legitimising real right and/or the related voting right or, where applicable, of a change of control.

6.3-ter The Board of Directors appoints the person in charge of managing the Special List and defines the criteria for maintaining it. Registration in the Special List is on a quarterly basis, in accordance with the resolution of the Board of Directors by its own regulation published on the Company's website, which also indicates the first quarterly effective date of registration (the "Special List Opening Date"). The Special List shall contain the information required by the applicable regulations. The person in charge of the management of the Special List may provide information (also in computerised form in a commonly used format) on the contents of the Special List and each person in it shall be entitled to extract a copy, free of charge, of the relevant entries.

6.4-ter A person who is entered in the Special List has the right to request cancellation (total or partial) at any time, with the consequent automatic loss of (total or partial) entitlement to the benefit of the increased vote. The person entitled to the increased voting right may, moreover, at any time irrevocably renounce it (in whole or in part) by written notice sent to the Company, without prejudice to any disclosure obligations provided for under applicable law.

ART. 6-quater EFFECTS OF THE VOTING RIGHT INCREASE

6.1-quater The constitutive and deliberative quorums relating to Shareholders' Meetings with Increased Voting Resolutions that refer to shares of the share capital shall always be determined by counting any increased voting rights to which they may be entitled.

The increase shall have no effect on rights, other than voting rights, which are due and exercisable by virtue of the possession of certain capital ratios, unless otherwise provided.

ART. 7 OBLIGATIONS

The Company may issue, in accordance with and in the manner required by law, both registered and bearer bonds, also convertible into shares, and also with warrants.

ART. 8 EARMARKED ASSETS

The company may set up assets earmarked for a specific business under Articles 2447-bis et seq. of the Civil Code.

OWNERSHIP AND LIMITS ON SHARE OWNERSHIP

ART. 9 PUBLIC PARTICIPATION

9.1 As from the date coinciding with the completion of the 24th month following the Special List Opening Date (as defined in Art.6.3-ter), at least 50% (fifty per cent) plus one of the total voting rights in relation to the Shareholders' Meetings with Increased Voting Rights shall be owned by the State, regional or local authorities, bodies governed by public law of associations or companies established by one or more such authorities or by one or more such bodies governed by public law (as defined in the European directives on public tenders and concession contracts and in the state legislation implementing them, pro tempore in force) or of which such entities hold, even indirectly, the majority of the share capital (collectively, the "Public Entities").

9.2 Subject to the provisions of Article 9.3 below, as from the date that coincides with the end of the 24th month following the Special List Opening Date (as defined in Article 6.3-ter), any transfer of shares, howsoever carried out, capable of causing the Public Entities to lose their ownership of 50% (fifty per cent) plus one of the total voting rights in relation to the Shareholders' Meeting Resolutions with Increased Voting Rights shall be considered ineffective vis-à-vis the Company and, therefore, it is forbidden to register in the shareholders' register any transfer of shares carried out in violation of the provisions of art. 9.1 above.

9.3 Notwithstanding the provisions of Article 9.2 above, if within 6 (six) months from the completion of the transfer of shares occurred in violation of Article 9.1 above, further transactions are carried out that, also taking into account the aforesaid transfer, allow the Public Shareholders to maintain the ownership of 50% (fifty per cent) plus one of the shares representing the share capital with voting rights in relation to the Shareholders' Meetings Resolutions with Increased Voting Rights, the aforesaid transfer shall become effective towards the Company starting from the moment in which, as a result of the aforesaid transactions, the requirement set forth in Article 9.1 is re-established and, in such case, from that moment the relative transferee shall have the right to be registered in the shareholders' register. If the requirement set forth in Article 9.1 is not re-established within the aforementioned term of six (6) months, the transfer of shares that took place in violation of Article 9.1 shall remain definitively ineffective vis-à-vis the Company.

ART. 10 LIMITS TO SHARE OWNERSHIP AND IDENTIFICATION OF SHAREHOLDERS

10.1 It is prohibited for any shareholder other than Public Entities to hold more than 5% (five per cent) of the share capital. This limit on share ownership is calculated exclusively on the shares conferring the right to vote at shareholders' meetings and refers exclusively to them.

10.2 Under no circumstances may voting rights be exercised for holdings in excess of the above percentage.

10.3 For the calculation of the threshold referred to in the paragraphs above, account is taken of the total shareholding held by: (i) the parent company, natural or legal person or corporation, all direct or indirect subsidiaries and affiliates; (ii) parties to a shareholders' agreement under article 2341-bis of the Civil Code and/or pursuant to article 122 of Legislative Decree 24.2.1998, no. 58 and relating to company shares. Control applies, also with reference to subjects other than companies, in the cases envisaged by article 2359, first

and second paragraph of the civil code. Control in the form of dominant influence is considered to exist in the cases provided for by article 23, second paragraph, of Legislative Decree 1.9.1993 no. 385. The connection exists in the cases referred to in Article 2359(3) of the Civil Code. For the purposes of calculating the shareholding, account is also taken of shares held through trustees and/or intermediaries and/or those for which voting rights are attributed in any way to a person other than the holder. In case of violation of the foregoing provisions, any shareholders' resolutions may be challenged pursuant to art. 2377 of the Civil Code, if the majority required would not have been reached without said violation. Shares for which the voting rights may not be exercised are however calculated for the purpose of regular constitution of the shareholders' meeting.

10.4 The company may request from intermediaries, in accordance with applicable law, through its centralised share management company, the identification data of shareholders together with the number of shares registered in their accounts on a given date. In the event that the request for identification comes from shareholders and is made within 60 days of a previous shareholder identification carried out following the exercise of a corporate right or at the request of the Company, the costs incurred for the new identification shall be borne in full by the requesting shareholders.

MEETINGS

ART. 11 CONVOCAZIONE OF THE MEETING

11.1 Ordinary and extraordinary meetings are called under the circumstances and procedures according to law; they are held at the registered offices or elsewhere, provided it is in Italy.

11.2 The Ordinary Shareholders' Meeting shall be convened at least once a year, within 180 days from the end of the financial year, for the approval of the financial statements, as the Company is required to prepare the consolidated financial statements.

11.3 The meeting may also be called under other circumstances according to law within the legally established term.

11.4 The Board of Directors shall make available to the public a report on the items on the agenda of the Shareholders' Meeting referred to in the preceding paragraph within the term of publication of the notice of the Shareholders' Meeting, at the registered office, on the company's website and in any other manner provided for by Consob regulations.

11.5 The Directors must call a shareholders' meeting without delays when requested by the number of shareholders representing at least one-third of the share capital. Shareholders may not call a meeting to discuss agenda items on which the ordinary Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a plan or report they have prepared. Shareholders requesting a meeting must prepare a report on proposals relating to agenda items; the Board of Directors shall make the report publicly available, together with their evaluations if any, at the same time as the publication of the meeting call, at the registered offices, on the company's website and by other means provided by Consob regulations.

ART. 12 CONVOCAZIONE NOTICE INTEGRATION OF THE AGENDA AND SUBMISSION OF NEW RESOLUTION PROPOSALS

12.1 The meeting is called under terms of law, with the publication of the announcement performed pursuant to the provisions of the law on the Company's website, and any other procedures provided by legislation.

12.2 Shareholders who jointly represent at least one fortieth of the share capital may request, under the terms and procedures and within the limits prescribed by current law, the extension of the list of items to be discussed, indicating in the request the additional items proposed or submitting new resolution proposals for items already on the agenda.

12.3 Ordinary and extraordinary Shareholders' Meetings are held in a single call, subject to the constitutive and deliberative quorums provided by law for Ordinary Meetings on second call and Extraordinary Meetings after the second call. If deemed appropriate by the Board of Directors, the call notice may also provide for the day for the second call, and for the Extraordinary Meeting only, for a subsequent call.

12.4 The call notice must contain an indication of the day, time, and place of the meeting, as well as the list of matters to be discussed and other information required by current laws and regulations.

ART. 13 PARTICIPATION IN MEETINGS

The right to attend shareholders' meetings and to exercise voting rights is certified by notification to the Company, in accordance with applicable legislation, by an authorised intermediary, in accordance with its accounting records, supporting the person entitled to vote. The notification is effected on the basis of evidence at the end of the accounting day of the seventh trading day before the date set for the meeting in first or single call. All crediting and debiting of the accounts subsequent to said date, have no relevance for the right to exercise the right to vote at the meeting.

ART. 14 REPRESENTATION

14.1 Each shareholder entitled to attend the Meeting may be represented by proxy pursuant to law. Electronic notification of the proxy may be made by using the appropriate section of the Company's website or by message sent to the certified electronic mail address as specified in the call notice.

14.2 The Company may designate for each meeting, for the first and the subsequent calls, a person to whom shareholders may confer a proxy with voting instructions on all or some of the items on the agenda. This authorisation shall be granted according to the procedure indicated in the call notice, by the end of the second trading day before the date set for the meeting, also for calls subsequent to the first. The proxy is not valid with regard to proposals for which no voting instructions have been conferred.

ART. 15 CHAIRMANSHIP

15.1 The meeting is chaired by the Chairperson of the Board of Directors or, in their absence, by the Deputy Chairperson, or in the absence of the Deputy Chairperson, the Chief Executive Officer or, in the absence all the above, by a person elected by the meeting, with the majority vote of those present.

15.2 The Chairperson of the meeting shall appoint a secretary, who may be a non-shareholder and, if appropriate, chooses two scrutineers.

15.3 The Chairperson of the shareholders' meeting verifies that the meeting is properly constituted, ascertains the identity and legitimacy of those present, moderates the conduct of the meeting, in compliance with the Shareholders' Meeting regulations (where applicable) and ascertains the voting results.

ART. 16 CONSTITUTION OF THE MEETING AND VALIDITY OF RESOLUTIONS

16.1 Without prejudice to the provisions of paragraph 6.1-bis above, resolutions of the general meetings are validly passed with the constitutive and deliberative majorities established by law. For the appointment of directors and statutory auditors, the shareholders' meeting shall resolve by relative majority and in any case the provisions of the previous paragraph 6.1-bis and the subsequent articles 19 and 28 shall apply.

16.2 The Shareholders' Meeting resolutions, passed in compliance with the provisions of law and these Articles of Association, are binding for all shareholders, including those absent or dissenting.

16.3 The Board of Directors may use other methods to allow votes to be cast electronically.

ART. 17 MINUTES OF MEETINGS

The resolutions of the meeting shall be recorded in minutes, to be drafted in accordance with the regulations in force, signed by the chair, the secretary and, if necessary, the scrutineers. In the cases provided for by law and when the chair deems it appropriate, the minutes shall be drafted by the notary public, chosen by the chair.

BOARD OF DIRECTORS

ART. 18 COMPOSITION OF THE BOARD OF DIRECTORS

18.1 The company is administered by a board of directors consisting of 15 members, including non-shareholders.

18.2 Those who are ineligible or disqualified under art. 2382 of the Italian Civil Code and/or other applicable rules (including regulations) or who do not meet the requirements of integrity and professionalism, or any other requirement provided for by the law and regulations, cannot be appointed as members of the Board of Directors.

Two of them must meet the independence requirements prescribed by the legislation in force at the time.

From the first renewal after the date of application of the legal and regulatory requirements on gender balance, and for the period of time during which those provisions are in force, the composition of the Board of Directors must respect the criteria indicated in the applicable provisions of law and regulations.

18.3 The members of the Board of Directors shall serve for three years. Their terms shall expire at the meeting convened to approve the financial statements relating to the last year of their term. They can be re-elected and expire in accordance with the law.

18.4 The replacement of directors who cease to hold office for any reason whatsoever is regulated as follows:

(i) in the case of directors appointed pursuant to Article 19.2, they shall be replaced in

accordance with Article 2386(1) of the Civil Code;

(ii) in the case of directors appointed pursuant to Articles 19.3 and 19.4, those remaining in office shall replace them with the first unelected candidates from the lists that had expressed the directors who have ceased to hold office.

In the event that replacement is not possible due to the inability of the lists or the unavailability of all candidates, the replacement shall be made pursuant to Article 2386(1) of the Civil Code.

In both cases provided for in (i) and (ii) above, replacement shall take place in compliance with the constraint of Article 18.2 on gender balance.

In all cases, the substitutes shall expire together with the incumbent directors.

Art. 2386 of the Civil Code shall apply to anything not expressly stipulated.

ART. 19 APPOINTMENT OF THE BOARD OF DIRECTORS

19.1 The members of the Board of Directors shall be elected on the basis of lists in which candidates are marked by a progressive number and are in any case not more than the number of members to be elected.

Each list (except for those consisting of one or two candidates) shall contain a number of candidates of the less represented gender at least two-fifths, rounded down if the list contains less than 5 candidates.

19.2 The members of the Board of Directors shall be appointed in accordance with the following provisions:

(i) 13 members of the Board of Directors are taken from the list that obtained the highest number of votes, including at least 6 members of the less represented gender, according to the order in which they were listed, provided that the list was submitted and voted by shareholders holding at least 40% of the voting rights in the Shareholders' Meetings with Increased Voting;

(ii) for the appointment of the remaining 2 (two) members, the votes obtained by each of the lists other than the one referred to in paragraph (i), which were neither submitted nor voted by shareholders connected with the shareholders who submitted or voted for the same list referred to in paragraph (i), are subsequently divided by one and by two. The quotients thus obtained shall be progressively assigned to the candidates on each list, in the order laid down therein. The candidates are then placed in a single decreasing ranking, according to the quotients assigned to each candidate. The 2 candidates with the highest quotients will be elected.

In the event of a tie between candidates from different lists, the last member to be elected will be the one from the list that obtained the highest number of votes or, in the event of a further tie, the most senior candidate.

19.3 If the list that obtains the highest number of votes has been submitted and voted by shareholders who hold a percentage of at least 22% of the voting rights in the Shareholders' Meeting Resolutions with Increased Voting, however less than 40%, as an exception to the provisions in paragraph 19.2, the appointment of the members of the board of directors shall take place according to the following provisions:

1) 8 members of the board of directors, 4 of whom shall be of each gender, shall be taken from the list obtaining the highest number of votes, in the sequential order in which they are listed;

2) 5 members of the board of directors shall be taken from the list obtaining the second

highest number of votes (and which has not been submitted to or voted by shareholders connected, pursuant to the laws in force at the time, with the shareholders who submitted or voted for the list obtaining the highest number of votes or the lists subsequent to the second list from which the remaining members are taken), two of whom are of the lesser represented gender, in the sequential order in which they are listed;

3) for the appointment of the remaining 2 members, the votes obtained from each of the lists other than that referred to in points 1) and 2) of this paragraph and which have not been presented or voted for by connected shareholders according to the regulations pro-tempore in force with the shareholders who submitted or voted for the list that obtained the highest number of votes and the second highest number of votes, are subsequently divided by one and two. The quotients thus obtained are progressively assigned to the candidates on these various lists, in the order provided for. The candidates are thus placed in a single decreasing ranking, according to the quotients assigned to each candidate. The 2 candidates with the highest quotients will be elected.

In the event of a tie between candidates from different lists, the last member to be elected will be the one from the list that obtained the highest number of votes or, in the event of a further tie, the most senior candidate.

19.4 If none of the lists was submitted by shareholders holding at least 22% of the voting rights in the Shareholders' Meetings with Increased Voting, the members of the Board of Directors shall be appointed according to the provisions below. The votes obtained by each of the lists are divided by progressive whole numbers from one to the number of directors to be elected. The quotients thus obtained are progressively assigned to the candidates on these various lists, in the order provided for. The candidates are then placed in a single decreasing ranking, according to the quotients assigned to each candidate. The candidates with the highest quotients will be elected until the members to be elected have been reached. In the event of a tie between candidates from different lists, the last member to be elected will be the one from the list that obtained the highest number of votes or, in the event of a further tie, the most senior candidate.

If, as a result of the aforementioned operations to appoint the members of the Board of Directors, the number of members of the less represented gender is less than 6, the candidate of the more represented gender placed last in the ranking of the elected candidates shall be replaced by the candidate of the less represented gender - if any, belonging to the same list - placed first among the non-elected candidates and so on until the number of candidates of the less represented gender required to reach 6 is reached.

19.5 If only one list of candidates is submitted, the members of the Board of Directors shall be elected from said list.

19.6 If no list has been submitted within the deadline, the candidates proposed in the meeting and voted by the latter shall be elected. Similarly, the Shareholders' Meeting will elect the Directors necessary to complete the composition of the Board, if the total number of candidates indicated in the lists voted by the Shareholders' Meeting is insufficient to achieve this result, or if at least 6 candidates of the less represented gender are not available. In the cases envisaged in this paragraph, the candidates submitted to the Shareholders' Meeting shall be included in one or more lists, whose composition by gender shall comply with the principles of proportionality set out in paragraph 19.1 of this article; if more than one list is submitted, the election of the Directors shall take place by means of list voting, quotients, ranking and any replacement mechanism described in paragraph 19.4.

ART. 20 PROCEDURES AND CRITERIA FOR SUBMITTING LISTS

20.1 Lists may be submitted by shareholders representing at least 1% of the shares with voting rights in the ordinary shareholders' meeting, or such lesser percentage as provided for by applicable law and indicated in the meeting notice call.

20.2 The lists must be deposited at the Company's registered office, under penalty of forfeiture, at least 25 days before the date set for the Shareholders' Meeting on first or single call and will be made public through publication on the Company's website at least 21 days prior to the date set for the Shareholders' Meeting on first or single call.

20.3 No shareholder may present or vote for more than one list, not even through a third party or trust company. Shareholders from the same group, and shareholders who are party to a shareholders' agreement regarding the company's shares may not submit more than one list, not even through a third party or trust company. A candidate may only be present on one list, under penalty of ineligibility.

20.4 The adhesions and votes expressed in violation of paragraph 20.3 are not attributed to any list.

20.5 The lists shall include at least two candidates who comply with the independence requirements set out by the legislation in force at that time and shall be accompanied:

- a) by information regarding the identity of the shareholders who presented the lists, with an indication of the total percentage of shareholding held, attested by a certification which may also be produced subsequently, provided that it is within the deadline set by the Company for the publication of the lists;
- b) by a declaration by the shareholders other than those who hold, even jointly, a controlling interest or a relative majority, certifying the absence of relationships of affiliation as defined in current laws and regulations;
- c) by exhaustive information on the personal and professional characteristics of the candidates, as well as by a declaration in which the individual candidates accept the candidacy and certify the non-existence of causes of incompatibility and ineligibility and the possession of the requisites established by law and the Bylaws for the members of the board of directors, as well as any possession of the independence requisites prescribed by the legislation in force at the time.

20.6 Any list that does not comply with the above provisions, or whose gender composition does not comply with the requirements of article 19.1 will be disregarded.

20.7 In the event that the statutory and regulatory requirements for independence are no longer met, the member of the board of directors shall cease to hold office if there is no longer the necessary minimum number of directors within the board.

ART. 21 COMPENSATION

In addition to the reimbursement of expenses incurred by reason of their office, the members of the board of directors are entitled to remuneration determined by the meeting. After consulting the remuneration committee and the board of auditors, the board of directors shall determine the remuneration of the members holding special offices provided for in the articles of association, which, in any case, shall be in line with the determination criteria adopted by the shareholders' meeting and within the limits of the maximum total amount determined by the shareholders' meeting for the remuneration of directors holding special offices.

ART. 22 CHAIR - DEPUTY CHAIR - REPRESENTATION

22.1 If the Meeting has not done so, the Board shall appoint the Chair from among its members.

22.2 The chair - in order to perform assigned duties - shall appoint the secretary of the Board of Directors.

22.3 The chair and the CEO represent the company severally before third parties and in court. The board of directors may also assign the legal representation of the company to the deputy chair.

22.4 In the event of the absence and/or impediment of the chair, the functions of the deputy chair will be vested in the chair, and in the further event of the absence or impediment of the deputy chair as well, the functions of the chair will be vested in the CEO.

ART. 23 CONVOCAATION OF THE BOARD OF DIRECTORS

23.1 The board of directors shall meet, at the registered office or elsewhere, including abroad as long as it is within the European Union, at least quarterly and as often as the chair deems necessary and when requested by at least three of its members or by the board of auditors.

23.2 The board shall be convened by the chair by registered letter or telegram or telefax or confirmed e-mail to be sent to each director and auditor at least 3 (three) days before the date set for the meeting or, in case of urgency, to be sent at least 24 (twenty-four) hours before the meeting.

23.3 If the chair is absent or unable to attend, the meeting shall be convened by the deputy chair, and if the deputy chair is also absent, the meeting shall be convened by the CEO. The board may also be convened by the board of auditors or a statutory auditor, subject to prior notification to the chair of the board of directors.

ART. 24 MEETINGS OF THE BOARD OF DIRECTORS

24.1 Meetings of the board of directors shall be chaired by the chair or, in the absence thereof, by the deputy chair, and in the further event that the deputy chair is also absent, the functions shall be performed by the CEO.

24.2 Minutes of each meeting shall be drafted and signed by the secretary and the person who chaired the meeting.

24.3 Meetings of the Board of Directors may be attended remotely by means of appropriate audio-video conferencing and/or teleconferencing systems, provided that all those entitled may participate and be identified, and that they are able to follow the meeting and intervene in real time in the discussion of the agenda items, as well as receive, send or view documents, thus enabling simultaneous examination and decision-making. The Board of Directors shall be deemed to be held at the place where the meeting Chair and Secretary are located.

ART. 25 RESOLUTIONS OF THE BOARD OF DIRECTORS

25.1 The Board of Directors is vested with the broadest powers for the ordinary and extraordinary administration of the Company and, specifically, has the power to carry out

all the actions it deems appropriate for the implementation and achievement of the corporate purpose, including organising the Company and the Group into business areas, whether structured as companies or operating divisions, excluding only those actions that the law or these Articles of Association reserve for the Shareholders' Meeting.

25.2 The Board of Directors shall delegate its powers to one or more of its members in compliance with the limits set forth in article 2381 Italian Civil Code; the board may also grant the Chairperson, Deputy Chairperson, and Chief Executive Officer delegated powers, provided they do not conflict with each other. The board of directors may revoke the delegated powers conferred to the chair and/or vice chair and/or CEO at any time, proceeding, in the event of revocation of the delegated powers conferred to the chair and/or vice chair and/or CEO, to the simultaneous appointment of another chair or deputy chair or CEO respectively, except for the chair if appointed by the shareholders' meeting. Falling within the powers of the Chairperson, the Deputy Chairperson and the Chief Executive Officer, within the limits of the powers assigned to them, are to grant proxies and powers of representation of the company for individual acts or categories of acts to employees of the company and also to third parties.

The Board may also appoint, for individual acts or categories of acts and also on an ongoing basis, attorneys, determining their powers and attributions, including the use of the company's signature.

25.3 Resolutions of the Board of Directors shall be passed by open vote, with the absolute majority of the directors in office voting in favour, except as provided for in paragraphs 25.5 below.

25.4 Resolutions on the following matters, in addition to those reserved by law for the board of directors pursuant to Art. 2381 4th paragraph of the Civil Code and those for which a qualified majority is required pursuant to paragraph 25.5, are the sole responsibility of the Board of Directors:

- (i) where the business areas are structured in the form of companies: (a) appointment and/or revocation of the directors of each first-level subsidiary, it being understood that the CEO of each subsidiary is proposed by the CEO of Iren S.p.A.; and (b) exercise of voting rights in the shareholders' meetings of each first-level subsidiary;
- (ii) where the business areas are structured into operating divisions, hiring and/or appointment and/or dismissal, all of the above on the proposal of the Chief Executive Officer, of the heads of each business area, proposed, for appointment and/or revocation, by the Chief Executive Officer of Iren S.p.A.;
- (iii) transactions that are not expressly indicated in the business and financial plan and/or in the approved annual Group budget, it being understood that the foregoing does not constitute an exception to paragraph 25.5(i), where such transactions have as their object:
 - a) the approval of purchases or sales or other acts of disposal (in any way carried out) involving equity investments, companies or business units and having for the company and/or its subsidiaries a value greater than 10,000,000.00 Euro and not greater than 50,000,000.00 Euro or gross invested capital (net equity plus financial indebtedness) greater than 10,000,000.00 Euro and not greater than 50,000,000.00 Euro, per individual transaction, or even for transactions of a lower value but functionally connected with each other that, taken together, exceed the threshold indicated;
 - b) approval of investments, purchases and/or sales of assets or legal relationships, assumption of loans and/or issue of guarantees having, for the company and/or its

subsidiaries, a total value greater than 10,000,000.00 Euro and not greater than 50,000,000.00 Euro or gross invested capital (net equity plus financial indebtedness) greater than 10,000,000.00 Euro and not greater than 50,000,000.00 Euro, or even for transactions of a lower value but functionally linked that, taken together, exceed the threshold indicated;

- c) the establishment of joint ventures that involve the company and/or its subsidiaries in expenditure/investment commitments or charges of any other nature exceeding 10,000,000.00 Euro and not exceeding 50,000,000.00 Euro per individual transaction, or even for transactions of a lower value but functionally linked together that, taken together, exceed the threshold indicated;

25.5 Resolutions of the board of directors shall be passed by open vote, with at least 12 directors voting in favour, on the following matters:

- (i) approval of the multi-year industrial and financial plans of the company and the Group, as well as the annual budget of the Group and (a) their revisions and/or (b) resolutions concerning activities and operations other than those provided for in the multi-year business and financial plans of the company and the Group as well as in the annual budget of the Group; the above points (a) and (b) insofar as they involve changes in investments for amounts exceeding 5% of the total amounts provided for in the budget and/or the plans;
- (ii) identification and/or modification of business areas and decisions regarding the structuring of business areas into companies or operating divisions;
- (iii) approval of purchases or disposals or other acts of disposal (in any way carried out) involving equity investments, companies or business units and having for the company and/or its subsidiaries a value greater than 50,000,000.00 Euro or gross invested capital (net equity plus financial indebtedness) greater than 50,000,000.00 Euro, per individual transaction, or even for transactions of a lower value but functionally linked that, taken together, exceed the threshold indicated, except for those transactions already expressly indicated in the business and financial plan and/or the approved annual group budget;
- (iv) approval of investments, purchases and/or disposal of assets or legal relationships, assumption of loans and/or issue of guarantees having, for the company and/or its subsidiaries, a total value greater than 50,000,000.00 Euro or gross invested capital (net equity plus financial indebtedness) greater than 50,000,000.00 Euro, or even for transactions of a lower value but functionally linked that, taken together, exceed the threshold indicated, except for those transactions already expressly indicated in the business and financial plan and/or the approved annual group budget;
- (v) the establishment of joint ventures that involve the company and/or its subsidiaries in expenditure/investment commitments or charges of any other nature in excess of 50,000,000.00 Euro per transaction, or even for transactions of a lower value but functionally linked that, taken together, exceed the threshold indicated, except for those transactions already expressly indicated in the business and financial plan and/or the approved annual group budget;
- (vi) approval and amendments to the group rules, if adopted;
- (vii) approval of proposals to be submitted to the Shareholders' Meeting and the calling of the latter with regard to the transfer of the registered office, changes in share capital, issue of convertible bonds or warrants, mergers and demergers and/or amendments to the Articles of Association;

- (viii) mergers by incorporation or demerger pursuant to articles 2505, 2505-bis and 2506-ter, last paragraph of the Italian Civil Code; establishment and closure of secondary offices, adaptation of the Articles of Association to regulatory provisions. The Board of Directors may, however, refer resolutions on the matters covered by this item to the Shareholders' Meeting;
- (ix) transactions of greater significance with "related parties";
- (x) appointment and/or revocation of the Chairperson and Deputy Chairperson, except for the Chairperson appointed by the Shareholders' Meeting;
- (xi) appointment and/or revocation of the Chief Executive Officer;
- (xii) where the business areas are structured in the form of companies: (a) appointment of members of the board of directors of first-level companies who are not executives within the Group and/or directors of the company; and/or (b) establishment of the composition of the board of directors of first-level subsidiary companies at more than three directors.

25.6 With regard to transactions with related parties, in the event of urgency, if a transaction does not fall within the purview of the shareholders' meeting and does not need to be authorised by it, the directors are permitted to avail themselves, within the limits and under the conditions set forth by current legislation, of the exceptions permitted by current legislation to the procedures otherwise established by the same for the approval of transactions with related parties.

ART. 26 CHIEF EXECUTIVE OFFICER

26.1 The Board of Directors shall appoint a CEO from among its members.

26.2 Without prejudice to Article 25, the board of directors shall determine the powers of the CEO. In particular, the Chief Executive Officer shall be granted powers for the day-to-day management of the Company in accordance with the guidelines and policies formulated by the Board of Directors, as well as organisational powers and operational proxies for each of the business areas organised into divisions. Where the business areas are structured in the form of companies, the CEO, on the basis of the guidelines of the board of directors of the holding company, shall exercise functions of strategic planning, indications of objectives and control over the subsidiaries and proposes to the board of directors the appointment and/or revocation of the Chief Executive Officer of each first-level company.

AUDITORS AND STATUTORY AUDIT

ART. 27 BOARD OF STATUTORY AUDITORS

27.1 The Meeting will appoint, in accordance with the provisions of art. 28 below, the Board of Statutory Auditors, which is formed of five standing auditors and two alternate auditors, and will designate its Chair in accordance with paragraph 28.4. From the first renewal after the date of application of the legal and regulatory requirements on gender balance, and for the period of time during which those provisions are in force, the composition of the Board of Statutory Auditors must respect the criteria indicated in the applicable provisions of law and regulations.

27.2 The statutory auditors remain in office for three financial years and their term of office expires on the date of the shareholders' meeting called for approving the financial

statements for the last year of their term.

27.3 Auditors shall meet the requirements of integrity and professionalism set by applicable law.

For the purposes of ascertaining the professionalism required of the members of the Board of Statutory Auditors of listed companies, the matters and areas of activity strictly related to the business carried on by the company are intended to mean the matters and areas of activity related to or inherent to the business carried on by the company and referred to in Article 4 of the Articles of Association.

27.4 In situations of ineligibility and limits on the number of positions of administration and control that may be held by members of the Board of Statutory Auditors, the provisions of current laws and regulations shall apply.

27.5 The powers and duties of auditors are those established by law.

27.6 The presence of at least one Statutory Auditor at the meetings of the Board of Directors ensures the statutory reporting by the directors to the Board of Statutory Auditors.

ART. 28 APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

28.1 The members of the Board of Statutory Auditors shall be elected on the basis of lists consisting of two sections: one for candidates for the position of Standing Auditor and one for candidates for the position of Alternate Auditor. The candidates will be listed in progressive numbered order and there will be no more candidates than there are members to be elected. Each section must contain male and female candidates placed on the list alternately by gender.

28.2 Where the list obtaining the highest number of votes is submitted and voted for by shareholders who hold a percentage of the voting rights in Shareholders' Meetings with Increased Voting Rights of at least 40%: (i) three standing auditors and one alternate auditor shall be taken from this list in their listed order within their respective sections; (ii) the fourth and fifth standing auditors and the remaining alternate auditor, the latter of a different gender to the candidate taken from the list obtaining the highest number of votes, shall be taken in their listed order within the respective list sections from the list with the second highest quotient among the lists submitted and voted for by shareholders that have no connection to shareholders who submitted or voted for the list that obtained the highest number of votes, in accordance with the current legislation. The chair of the Board of Statutory Auditors shall be the Standing Auditor as per this paragraph 28.2(ii) that is number 1 on the list.

28.3 If the list that obtained the highest number of votes has been submitted by shareholders who hold a percentage of the voting rights in the Shareholders' Meeting Resolutions with Increased Voting less than 40%, as an exception to the provisions in paragraph 28.2, the appointment of the members of the board of auditors shall take place according to the following provisions:

- 1) three standing auditors and one alternate auditor are taken from the list obtaining the highest number of votes, in their listed order within the respective sections of the list;
- 2) from the list with the second highest number of votes (which has not been submitted or voted for by shareholders associated with the shareholders who submitted or voted for the lists that had the most or third most number of votes) the first candidate of a different gender to the majority of the candidates taken from the list referred to in point 1) shall be taken as standing auditor, following the candidates listed order;

From the list with the third highest number of votes (which has not been submitted or voted for by shareholders associated with the shareholders who submitted or voted for the lists that had the most or second most number of votes), one statutory auditor and one alternate auditor shall be taken from the list following their listed order in the relevant sections, the latter of a different gender from the candidate taken from the list referred to in point 1). The chair of the Board of Statutory Auditors shall be the aforementioned standing auditor referred to in this paragraph 28.3.3).

28.4 In the event of a tie between two or more lists, the eldest candidate will be elected standing auditor, provided that the gender equality requirements are met.

28.5 In the event of a tie between two or more lists, the eldest candidate will be appointed chair.

28.6 If only one list is presented, the Shareholders' Meeting shall adopt resolutions with the majorities required by law, without prejudice to the provisions of paragraph 6.1-bis and in compliance with the gender equality requirements.

To appoint Statutory Auditors who, for whatever reason, are not appointed using the list voting procedure, the Shareholders' Meeting shall adopt resolutions with the majorities required by law, without prejudice to the provisions of paragraph 6.1-bis.

Therefore, if no list is presented by the deadline, the candidates nominated and voted for by the Shareholders' Meeting will be elected, provided that the gender equality requirements are met. Similarly, the Shareholders' Meeting shall elect the Statutory Auditors and Alternate Auditors required to complete the Board's composition and ensure its members are replaced where the total number of candidates on the lists voted on by the Shareholders' Meeting is insufficient to do so. In the cases provided for in this paragraph, the Statutory Auditor candidates submitted to the Shareholders' Meeting must be included in one or more lists whose gender composition complies with the proportions set out in paragraph 28.1 of this article.

28.7 In the event of a standing auditor being replaced, the alternate auditor from the same list as the one being replaced shall take over; where this is not possible, the eldest alternate auditor shall take over or, where this would not comply with the gender equality requirements, following the order in which the candidates were listed, the first alternate auditor that meets this requirement shall take over.

The appointment of statutory auditors to complete the Board of Statutory Auditors, pursuant to Article 2401 of the Italian Civil Code, shall be carried out by the Shareholders' Meeting with the majorities required by law, from the names on the list which the outgoing statutory auditor was on, without prejudice to compliance with the gender equality requirements; where this is not possible, the Shareholders' Meeting carry out the replacement with the majorities required by law, without prejudice to the provisions of paragraph 6.1-bis.

ART. 29 PROCEDURES AND CRITERIA FOR SUBMITTING LISTS

29.1 Lists may be submitted by shareholders representing at least 1% of the shares with voting rights in the ordinary shareholders' meeting, or such lesser percentage as provided for by applicable law and indicated in the meeting notice call.

29.2 The lists must be deposited at the Company's registered office, under penalty of forfeiture, at least 25 days before the date set for the Shareholders' Meeting on first or single call and will be made public through publication on the Company's website at least 21 days

prior to the date set for the Shareholders' Meeting.

29.3 If, by expiry of the deadline pursuant to paragraph 29.2, only one list has been deposited, or only lists presented by shareholders who, on the basis of the current provisions of law are defined as associates, the lists may be presented until the third day after that date. In such a case, the threshold provided for by paragraph 29.1 will be reduced by half.

29.4 No shareholder may present or vote for more than one list, not even through a third party or trust company. Shareholders from the same group, and shareholders who are party to a shareholders' agreement regarding the company's shares may not submit more than one list, not even through a third party or trust company. A candidate may only be present on one list, under penalty of ineligibility.

Acceptances and votes cast in violation of this prohibition will not be attributed to any list.

29.5 The lists must be accompanied:

- a) by information regarding the identity of the shareholders who presented the lists, with an indication of the total percentage of shareholding held, attested by a certification which may also be produced subsequently, provided that it is within the deadline set by the Company for the publication of the lists;
- b) by a declaration by the shareholders other than those who hold, even jointly, a controlling interest or a relative majority, certifying the absence of relationships of affiliation as defined in current laws and regulations;
- c) by full details of the candidates' personal and professional profiles, and by a declaration in which each candidate accepts the nomination and attests to the absence of causes of incompatibility and ineligibility and their possession of the legal and statutory requirements, and by a list of their offices as director and auditor at other companies.

29.6 Any list that does not comply with the above provisions, or whose gender composition does not comply with the requirements of paragraph 28.1 will be disregarded.

29.7 If the legal requirements and the provisions of the articles of association are not met, the member of the Board of Statutory Auditors shall be removed from office.

ART. 30 COMPENSATION

The Shareholders' Meeting will determine the compensation payable to the Statutory Auditors in addition to the reimbursement of the expenses incurred in the performance of their duties.

ART. 31 LEGAL AUDIT OF THE ACCOUNTS

31.1 The legal audit of the accounts is performed by an auditing company registered in the special register to which the functions provided for by law are assigned.

31.2 On the basis of a reasoned proposal of the board of statutory auditors, the shareholders' meeting shall appoint an auditing firm entered in the special register to perform the legal audit of the accounts and approve its remuneration.

The appointment for the legal audit of the accounts shall have a duration in accordance with the regulatory provisions applicable from time to time, expiring on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of the appointment.

FINANCIAL STATEMENTS AND PROFITS

ART. 32 ANNUAL FINANCIAL STATEMENTS

32.1 Financial years end on 31 (thirty-one) December of each year.

32.2 At the end of each financial year, the board of directors shall draft the financial statements in accordance with the law. The Board of Directors may resolve to distribute interim dividends in the manner and forms provided by law.

ART. 33 FINANCIAL REPORTING MANAGER

33.1 The board of directors, subject to the mandatory and non-binding opinion of the control body, shall appoint and revoke the financial reporting manager pursuant to Article 154-bis of Legislative Decree No. 58/1998, and determine the related remuneration.

33.2 The financial reporting manager shall have the professional requisites characterised by specific expertise in matters of administration, control, accounting, financial statements as well as accounting and financial information. The Board of Directors verifies this expertise, which should have been acquired through work experience at an appropriate level of responsibility, over a period of time spent in the Company or in other comparable companies.

ART. 34 PROFITS

34.1 Net profits, after 5% (five per cent) has been deducted for the legal reserve, up to the limit set forth in Article 2430 of the Civil Code, shall be allocated equally to each ordinary share, unless the Shareholders' Meeting shall resolve to allocate all or part of them to extraordinary reserves or to carry them forward to the new financial year.

34.2 The Shareholders' meeting may resolve on the extraordinary allotment of profits to the company's employees and providers of labour, to be made through the issue of special classes of shares to be allotted individually to employees and subject to special rules regarding the methods of transfer and the rights they grant.

ART. 35 PRESCRIPTION OF DIVIDENDS

Dividends not collected within five years from the day they became payable shall be forfeited in favour of the company.

LIQUIDATION OF THE COMPANY

ART. 36 LIQUIDATION

36.1 In the event of dissolution of the Company, the shareholders' meeting shall determine the manner of liquidation and appoint one or more liquidators, determining their powers and remuneration.

GENERAL AND TRANSITIONAL PROVISIONS

ART. 37 GENERAL PROVISIONS

For any matters not expressly regulated in these articles of association, the provisions of law on the matter shall apply.